

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**Agere Systems Guardian Corp.
(a Delaware corporation)**

INTO

**Agere Systems Inc.
(a Delaware corporation)**

**UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Agere Systems Inc., a corporation organized and existing under the laws of Delaware ("Corporation"), DOES HEREBY CERTIFY:

FIRST: The Corporation is the owner of all of the outstanding shares of common stock of Agere Systems Guardian Corp., which is also a business corporation of the State of Delaware.

SECOND: On August 22, 2002 the Subsidiary Governance Committee of the Board of Directors of the Corporation adopted the following resolution to merge Agere Systems Guardian Corp. into the Corporation:

RESOLVED that Agere Systems Guardian Corp., a Delaware corporation, shall be merged with and into Agere Systems Inc., a Delaware corporation, with Agere Systems Inc. being the surviving corporation, and Agere Systems Inc. shall thereupon assume all of the obligations of Agere Systems Guardian Corp."

THIRD: That the merger authorized hereby shall become effective as of 9:00 a.m. Eastern Standard Time on August 31, 2002.

Executed on August 22, 2002

AGERE SYSTEMS INC.

By Paul Bento
Paul Bento, Vice President

Delaware

PAGE 1

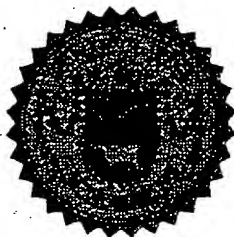
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AGERE SYSTEMS GUARDIAN CORP.", A DELAWARE CORPORATION,
WITH AND INTO "AGERE SYSTEMS INC." UNDER THE NAME OF "AGERE SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3268412 8100M

AUTHENTICATION: 1959517

020545223

DATE: 08-29-02

CERTIFICATE OF MERGER
OF
AGERE SYSTEMS OPTOELECTRONICS GUARDIAN CORP.
WITH AND INTO
AGERE SYSTEMS GUARDIAN CORP.

**UNDER SECTION 251 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Agere Systems Guardian Corp. hereby certifies the following information relating to the merger of Agere Systems Optoelectronics Guardian Corp. with and into Agere Systems Guardian Corp.:

1. The names and states of incorporation of each constituent corporation in the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Agere Systems Optoelectronics Guardian Corp.	Delaware
Agere Systems Guardian Corp.	Delaware

2. An Agreement and Plan of Merger setting forth the terms and conditions of the merger, has been approved, adopted, certified, executed and acknowledged by each of Agere Systems Optoelectronics Guardian Corp. and Agere Systems Guardian Corp. in accordance with the provisions of Section 251(c) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger is Agere Systems Guardian Corp.

4. The Certificate of Incorporation of Agere Systems Guardian Corp. shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of Agere Systems Guardian Corp. at Two Oak Way, Berkeley Heights, NJ 07922.

6. A copy of the Agreement and Plan of Merger will be furnished by Agere Systems Guardian Corp. on request and without cost, to any stockholder of Agere Systems Guardian Corp. or Agere Systems Optoelectronics Guardian Corp.

7. The authorized capital stock of Agere Systems Optoelectronics Guardian Corp. is 1,000 shares of common stock, no par value per share.

8. The Merger shall be effective as of 9:00 a.m. Eastern Standard Time on August 31, 2001.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 23rd day of August 2001.

AGERE SYSTEMS GUARDIAN CORP.

By 
Gerard A. deBlasi
Vice President

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AGERE SYSTEMS OPTOELECTRONICS GUARDIAN CORP.", A DELAWARE CORPORATION,

WITH AND INTO "AGERE SYSTEMS GUARDIAN CORP." UNDER THE NAME OF "AGERE SYSTEMS GUARDIAN CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3258123 8100M

AUTHENTICATION: 1311649

010418909

DATE: 08-24-01

EXECUTION COPY

PATENT ASSIGNMENT

by and between

LUCENT TECHNOLOGIES INC.

and

AGERE SYSTEMS OPTOELECTRONICS GUARDIAN CORP.

Dated as of January 30, 2001

PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT (this "Assignment"), effective as of January 30, 2001 (the "Effective Date"), is by and between Lucent Technologies Inc., a Delaware corporation, with offices at 600 Mountain Avenue, Murray Hill, New Jersey 07974, United States of America, ("ASSIGNOR") and Agere Systems Optoelectronics Guardian Corp., a Delaware corporation, with offices at 555 Union Boulevard, Allentown, PA 18109, United States of America ("Agere Systems Optoelectronics Guardian").

RECITALS

A. WHEREAS, the Board of Directors of ASSIGNOR has determined that it is in the best interests of ASSIGNOR and its stockholders to separate ASSIGNOR's existing businesses into two independent businesses;

B. WHEREAS, ASSIGNOR presently owns or controls certain patents, patent applications, and invention submissions listed in the attached Appendices A and B (hereinafter "TRANSFERRED PATENTS") and;

C. WHEREAS, in furtherance of the foregoing separation, ASSIGNOR desires to transfer, assign, convey, deliver and vest all of its interests and rights in TRANSFERRED PATENTS for all countries, jurisdictions and political entities of the world, to and in Agere Systems Optoelectronics Guardian;

NOW, THEREFORE, in consideration of the premises and for other good and valid consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

ASSIGNOR, subject to existing rights and licenses of third parties, does hereby assign, convey, transfer and deliver, and agrees to assign, convey, transfer and deliver to Agere Systems Optoelectronics Guardian, its successors, assigns and legal representatives or nominees, ASSIGNOR's entire right, title and interest, for all countries, jurisdictions and political entities of the world, along with the right to sue for past infringement, to all TRANSFERRED PATENTS listed on Appendices A and B, and corresponding counterpart foreign patents and patent applications, with respect to which, and to the extent to which, ASSIGNOR now has or hereafter acquires the right to so assign, convey, transfer and deliver. Agere Systems Optoelectronics Guardian recognizes that ASSIGNOR holds only bare legal title to the TRANSFERRED PATENTS listed in Appendix A (which lists the United States Patents and patent applications previously exclusively licensed to Lucent Technologies Optoelectronics Guardian Corp.).

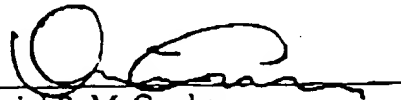
ASSIGNOR and ASSIGNEE recognize that the patents listed in Appendices A and B may inadvertently include patents that are owned by various subsidiaries of ASSIGNOR, including Agere, Inc., Ortel Corporation, Optimay Corporation, Herrmann Technology, Inc., and

Enable Semiconductor, Inc. Ownership of such patents shall not be affected by this Patent Assignment, and ASSIGNEE agrees that any such patents shall be deemed deleted from Appendices A and B.

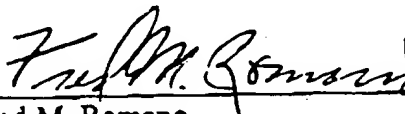
ASSIGNOR agrees that, upon request it will, at any time without charge to Agere Systems Optoelectronics Guardian, but at Agere Systems Optoelectronics Guardian's expense, furnish all necessary documentation relating to or supporting chain of title, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for vesting title to TRANSFERRED PATENTS in Agere Systems Optoelectronics Guardian, its successors, assigns and legal representatives or nominees; including but not limited to any acts which may be necessary, desirable or convenient for claiming said rights and for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in Agere Systems Optoelectronics Guardian and its respective successors, assigns and legal representatives or nominees.

IN WITNESS WHEREOF, the parties have caused this PATENT ASSIGNMENT to be executed by their duly authorized representatives as of the Effective Date.

LUCENT TECHNOLOGIES INC.

By: 
Daniel P. McCurdy
President, Intellectual Property Business

**AGERE SYSTEMS OPTOELECTRONICS
GUARDIAN CORP.**

By: 
Fred M. Romano
President

ACKNOWLEDGMENTS

STATE OF NEW JERSEY)

: ss:

COUNTY OF SOMERSET)

I CERTIFY that on January 30, 2001, Daniel P. McCurdy personally came before me and this person acknowledged under oath, to my satisfaction that:

a.) this person signed, sealed and delivered the attached Patent Assignment as President - Intellectual Property Business of Lucent Technologies Inc.; and

b.) this Patent Assignment was signed and made by Lucent Technologies Inc. as its voluntary act and deed by virtue of authority from its Board of Directors.



Name

Notary Public

My Commission Expires TAMORA ANNE HANNA

[Notarial Seal]

Notary Public of New Jersey

Registered in Hunterdon County

My Commission Expires March 25, 2002

STATE OF FLORIDA)

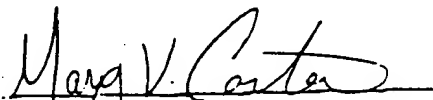
: ss:

COUNTY OF ORANGE)

I CERTIFY that on January 31, 2001, Fred M. Romano personally came before me and this person acknowledged under oath, to my satisfaction that:

a.) this person signed, sealed and delivered the attached Patent Assignment as Vice President of Agere Systems Optoelectronics Guardian Corp. ; and

b.) this Patent Assignment was signed and made by Agere Systems Optoelectronics Guardian Corp. as its voluntary act and deed by virtue of authority from its Board of Directors.

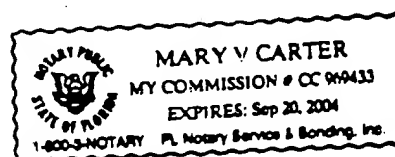


Name

Notary Public

My Commission Expires:

[Notarial Seal]



APPENDIX B

Transferred Patents

Case Name	Filing Date	Issue Date	Patent No.	Serial No.
Abbott 2-16-27-12-14	5/3/1999	11/02/99	5978135	
Abraham 8-7-4-2		5/9/2000	6058676	09/167477
Ackerman 17-3-13-10	6/7/1999			09/327259
Ackerman 18-7	7/7/1999			09/348549
Ackerman 19-29	7/30/1999			09/365085
Ackerman 20-4-15-36-13				09/265291
Ackerman 21		5/16/2000	6064681	09/330389
Ackerman 22-11-7-11	3/5/1999			09/263713
Ackerman 23-19-28-68-41				09/451079
Ackerman 24-11-22-35-2-7-15				09/525512
Ackerman 25-24-29-44				09/475606
Ackerman 27-15-1-13-11-2	9/22/2000		09/668675	
Adams 1-16-1-6-5-2-11-57	10/17/1997		08/954305	
Adams 6-14-158-7-22	9/24/1998		09/159907	
Adams 7-8-17-161-10-7-23	9/23/1998		09/159178	
Adams 8	6/26/1996		08/669859	
Agarwal 1-16-14	3/18/1998		09/040885	
Agures 1-1	12/23/1999			09/471805
Aherne 1-44-30-1				09/412181
Ahlquist 1-5-1-29-1	4/12/1996		08/635252	
Ahmed 1-1-1-1				09/427878
Ahuja 2-21-10-21-4-1-2-8	8/25/2000		09/648948	
Akulova 2-14-11-5-7-8				09/539882
Alam 1-1-9	6/17/1998		09/097924	
Alam 2-3	8/9/1999			09/370667
Alam 3-6-4-9-9-10-59				09/561148
Alers 21-1-3-34				09/464805
Ales 1-30-35				09/383700
Alferness 34-2	7/21/1998		09/120000	
Allen 1-2-8-3				09/226826
Allen 2-3-4	1/7/1999			09/226827
Andersen 1-53-14				09/201454
Andersen 3-68				09/393202
Andrews 3-2-9-7-2-1-5-2-1	8/27/1998		09/141143	
Anigbo 3-27-10-4-3-4-31	6/11/1996		29/056398	
Anselm 1-7-88	8/7/1998		09/130567	
Anthony 10-9-6	9/25/1998		09/161081	
Anthony 9-39-5-8	5/22/1998	5/16/2000	6064782	
Arney 5-8-11	7/2/1998		09/109661	
Arney 6-13	4/6/1999			09/287475
Asom 2-4	9/11/1992		07/943945	
Asous 2-17-1	9/17/1998		09/156072	
Bacher 1	2/1/2000			09/495988
Bair 9-37	6/15/2000			60/211744
Banerjea 5-7-15-4-3				09/364411
Bao 5-2	6/10/1998		09/095236	